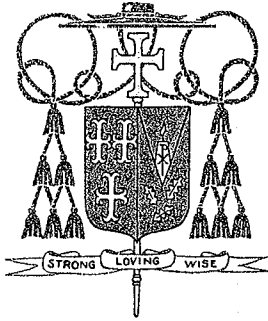


# EXHIBIT 21



Office of the Bishop  
Diocese of Providence  
One Cathedral Square  
Providence, RI 02903  
Phone: (401) 278-4546

27 September 2013

Most Reverend Celso Morga Iruzubietta  
Secretary  
Congregation for the Clergy  
Piazza Pio XII, 3  
00120 Vatican City State

~VIA DIPLOMATIC COURIER~

Your Excellency:

In accord with Canon 1292, §2 of the *Code of Canon Law*, I write to request canonical permission for a proposed alienation involving the only Catholic healthcare provider here in the Diocese of Providence. Saint Joseph Hospital (founded in 1892) and Our Lady of Fatima Hospital (founded in 1950) have provided a consistent Catholic presence and viable medical options within our community for generations. Both were merged into a single Rhode Island not-for-profit civil corporation (Saint Joseph Health Services of Rhode Island/Our Lady of Fatima Hospital) in 1970; and, in 2009, SJHSRI/Our Lady of Fatima Hospital and Roger Williams Medical Center (a secular community hospital) became members of the CharterCARE Health Partners network ("CharterCARE"). Shortly thereafter, in the wake of the global economic downturn, CharterCARE soon began to experience the need for increased capital and was confronted with a significant unfunded liability within its employee pension-system. Due to these circumstances, CharterCARE leadership, like many hospitals and healthcare providers, in March 2011 began a focused search for a strategic capital partner.

On March 13, 2013, at a special meeting of its Board of Trustees, CharterCARE received the Board's approval to pursue a "letter of intent" with Prospect Medical Holdings, Inc. ("Prospect"), a for-profit (taxable) entity. After many consultations with its Board and with the Diocese of Providence, CharterCARE signed this letter on March 18, 2013, and a period of due-diligence followed. Within these six months, CharterCARE has agreed to sell the assets of Roger Williams Medical Center, SJHSRI/Our Lady of Fatima Hospital in exchange for both cash consideration of **\$45 million** (subject to adjustments and other terms and conditions) and a **15% membership interest** in what will be a new company, Prospect CharterCARE, LLC. Of that total, CharterCARE (and, by extension, its affiliate SJHSRI/Our Lady of Fatima Hospital) will apply approximately \$31 million to the repayment of virtually all long-term debt; and, approximately \$14 million to fund the Church-sponsored employee pension plan.

In addition, over four (4) years, Prospect will contribute a total of **\$50 million** for physician network development and capital projects – including significant and long-delayed upgrades to Our Lady of Fatima Hospital, such as renovation of the emergency department, expansion of handicapped access at the front entrance, conversion of patient rooms to private rooms, expansion of the ambulatory care center, and purchase of a new generator and of new windows. Further, Prospect CharterCARE, LLC, will fully fund annual depreciation in the amount of \$10 million (\$5 million for each hospital).

On September 24, 2013, CharterCARE and Prospect signed an Asset Purchase Agreement (“APA”), marking the end of a long and exhaustive process in which CharterCARE identified, evaluated, and selected a capital partner that will better enable CharterCARE (and SJHSRI/Our Lady of Fatima Hospital) to meet the daily needs of its patients, and to provide assurances for its hundreds of employees and the security of their pension benefits. The APA provides for continuity in local governance, and in CharterCARE’s current Rhode Island-based executive team, including President and Chief Executive Officer Kenneth Belcher. There will be “50-50” Board representation and equal voting, as long as CharterCARE maintains more than 5% ownership in the new entity. Currently, CharterCARE enjoys tax-exempt status; every effort will be made to retain that status, following the alienation.

The Diocese of Providence is grateful to CharterCARE for all it has done to preserve the healing ministry of Jesus at SJHSRI/Our Lady of Fatima Hospital, all within very difficult financial circumstances. However, without this transaction, it appears that a consistent Catholic healthcare presence in the Diocese of Providence would be gravely compromised, and the financial future for employee-beneficiaries of the pension plan would be at significant risk. I believe that the APA between CharterCARE and Prospect will help avoid the catastrophic implications of such a failure, and at the same time, enhance the quality of care at SJHSRI/Our Lady of Fatima. The alienation will allow the Diocese, through CharterCARE, to better attain the goals of fulfilling the mission of serving the poor and those in need, while respecting Catholic medical ethics and the Gospel of Life. We are grateful for the strong local presence of SJHSRI/Our Lady of Fatima Hospital that has been a foundation of Catholic healthcare here for over 100 years.

The APA states that SJHSRI/Our Lady of Fatima Hospital will retain its Catholic identity, its existing policies on charitable and pastoral care, and its community benefit program. Additionally, it will continue to approach labor relations from a social justice perspective. The transaction will provide Our Lady of Fatima Hospital with much-needed capital for infrastructure, programs and pensions, while it continues to provide high-quality hospital services in accord with the *Ethical and Religious Directives for Catholic Health Care Services*, (the “Directives”) as provided by the United States Conference of Catholic Bishops. The APA states that the Bishop of Providence has a direct right to enforce the Catholicity covenants, and that the Bishop shall be the sole arbiter with respect to matters relating to compliance with the Directives at the SJHSRI/Our Lady of Fatima locations. In the event of non-compliance, the Bishop may request that Prospect CharterCARE, LLC cease operating under the names “St. Joseph” or “Our Lady of Fatima” or any other name that implies Catholicity. Any hospital or facility that Prospect CharterCARE, LLC subsequently acquires or establishes must comply with the restrictions on prohibited activities.

The transaction is subject to customary civil law closing requirements, including approvals from the Rhode Island Attorney General and the Rhode Island Department of Health, and will be subject to the conditions of the Hospital Conversions Act. Hearings in both those offices will begin shortly, and we expect that the necessary approvals will be obtained within the next 60 days. Should any unexpected issues arise, I will notify you.

As noted, this alienation has been approved by the CharterCARE Board of Trustees. In addition, it also received the consent of the diocesan Finance Council on September 17, 2013, and the consent of the College of Consultors on September 26, 2013 – all in accord with Canon 1292, §1. I have no objection to the alienation.

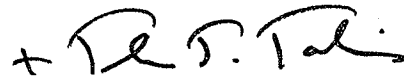
With this letter, I enclose the following:

- Background information on SJHSRI/Our Lady of Fatima Hospital and CharterCARE Health Partners
- A copy of a presentation which provides an overview of the transaction's details
- The minutes of the CharterCARE Board of Trustees meeting of March 13, 2013
- The minutes of the Finance Council meeting of September 17, 2013
- The minutes of the College of Consultors meeting of September 26, 2013
- A copy of the signed Asset Purchase Agreement (APA), including exhibits

As you can see, this alienation is the culmination of a long process. It is my sincere hope that Your Excellency will understand the important role of this alienation for the faithful of the Diocese of Providence, and the thousands of patients, employees, and pensioners of SJHSRI. Since we expect civil approvals in the coming weeks, I respectfully request your permission to proceed, so that the Diocese of Providence (through CharterCARE and affiliate SJHSRI/Our Lady of Fatima Hospital) may complete the final steps within the desired timeframe.

Grateful for your assistance in this, and with sentiments of esteem, I am

Sincerely yours in the Lord,



Thomas J. Tobin  
Bishop of Providence

Enclosures